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Of Counsel  
Bruce C. Betzer

*Handwritten:* return copy  
WC 06-139

June 27, 2006

**BY OVERNIGHT DELIVERY**

Federal Communications Commission  
Common Carrier Bureau  
9300 E. Hampton Drive  
Capitol Heights, MD 20743

FCC/MELLON

JUL 11 2006

FCC c/o Mellon Bank  
500 Ross Street, 6th Floor  
Pittsburgh, PA 15251

ATTN: Wholesale Lockbox Shift Supervisor

RE: Combined Application to Transfer Control of the Domestic 214 of Yestel, Inc. to  
TTUSA Acquisition, Inc.  
(Separate application has been filed with the International Bureau)

Dear Sir or Madam:

Enclosed please find the following documents submitted on behalf of Yestel, Inc. and  
TTUSA Acquisition, Inc.

1. The original and four (4) copies of the Combined International and Domestic  
Application for transfer of Control of the 214 from Yestel, Inc. to TTUSA  
Acquisition, Inc..
2. The original and four (4) copies of FCC Form 159 including our AMEX  
authorization for the \$895.00 filing fee.

Should you have any questions or require additional information, please do not hesitate  
to contact me.

I would appreciate if you would return a copy of this letter, date-stamped, in the  
envelope provided.

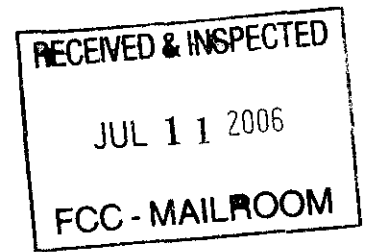
Sincerely,

*Handwritten signature:* Leon Nowalsky

Leon Nowalsky

Enclosures

Before the  
**FEDERAL COMMUNICATIONS COMMISSION**  
Washington, DC 20554



In the Matter of

Yestel, Inc., Transferor  
and  
TTUSA Acquisition, Inc., Transferee

Application Pursuant to Section 214 of the  
Communications Act of 1934 and  
Section 63.24 of the Commission's Rules for  
Consent to the Transfer/Assignment of  
Yestel, Inc., Transferor  
to  
TTUSA Acquisition, Inc., Transferee

File No. ITC \_\_\_\_\_

and

Application Pursuant to Section 214 of the  
Communications Act of 1934 and  
Section 63.04 of the Commission's Rules for  
Consent to the Transfer of  
of  
Yestel, Inc., Transferor  
to  
TTUSA Acquisition, Inc., Transferee

WC Docket No. \_\_\_\_\_

*Attention: International Bureau and Wireline Competition Bureau*

**COMBINED/JOINT INTERNATIONAL AND DOMESTIC  
APPLICATION FOR  
TRANSFER OF CONTROL**

Pursuant to section 214 of the Communications Act of 1934, as amended (the "Act"), and sections 63.04 and 63.24 of the Commission's rules, this Application seeks Commission approval to transfer/assign control of the telecommunications assets of Yestel, Inc. ("Yestel") to TTUSA Acquisition, Inc. ("TTUSA") (collectively referred to as "Applicants"). Yestel holds authority to provide domestic and international telecommunications services pursuant to section

214 of the Act.<sup>1</sup> The Agreement provides that TTUSA will purchase substantially all of the telecommunications assets of Yestel (the “Acquisition”). The Acquisition will therefore result in the assignment of Yestel’s 214 authorities to TTUSA.

Yestel is a provider of interstate, international and intrastate interexchange telecommunications services. The customers of Yestel will benefit from this transaction through the increased resources and assets available to TTUSA, which will help to both ensure continuity of service and enhance the ability of Yestel’s customers to receive a broader range of innovative products and services. The Acquisition will therefore serve to enhance the overall capability of TTUSA to compete in the marketplace and to provide telecommunications services for a greater number of consumers at competitive rates. Grant of this Application clearly will promote competition in the interstate and international long distance telecommunications markets and will serve the public interest.

#### **I. INFORMATION REQUIRED BY SECTION 63.24**

This Application seeks authority to transfer/assign the telecommunications assets of Yestel, which holds authority pursuant to section 214 of the Act to provide domestic interstate and international telecommunications service, to TTUSA. Section 63.24(e)(2) of the Commission’s rules requires that an application for a substantial transfer of control of a carrier holding international section 214 authority include the following information, as described in section 63.18:

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<sup>1</sup> Yestel holds domestic and international authority pursuant to section 214 of the Act. Authority was granted in File No. ITC-214-20060508-00266.

- (a) The name, address and contact number of the transferor is:

Robert Wu, President  
Yestel, Inc.  
24309 Narbonne Avenue, Suite 200  
Lomita, CA 90717  
Telephone: (310) 517-8278  
Fax: (310) 517-8280

The name, address and contact number of the transferee is:

Alan Yong, Secretary  
TTUSA Acquisition, Inc.  
925 Fourth Avenue, Suite 2900  
Seattle, WA 98104-1158  
Telephone: (604) 278-2778  
Fax: (604) 278-2793

The name, address and contact number of the holder of section 214 authorities is:

Yestel, Inc.  
24309 Narbonne Avenue, Suite 200  
Lomita, CA 90717  
Telephone: (310) 517-8278  
Fax: (310) 517-8280

- (b) Yestel, Inc. is a California corporation.  
TTUSA Acquisition, Inc. is a California corporation
- (c) Correspondence concerning this Application should be addressed to:

Leon L. Nowalsky  
Nowalsky, Bronston & Gothard  
3500 N. Causeway Blvd., Suite 1442  
Metairie, LA 70002  
Phone: (504) 832-1984  
Fax: (504) 831-0892  
Email: [lnowalsky@nbglaw.com](mailto:lnowalsky@nbglaw.com)

- d) Yestel was granted authority in File No. ITC-214-20060508-00266.

Responses (e) through (g) are not applicable to this Application.

- (h) The following are the names, addresses, citizenship, and principal businesses of any person or entity that will directly or indirectly own at least ten percent of the equity of the applicants. There will be no interlocking directorates with any foreign carrier.

**Yestel, Inc.**

Robert Wu

Address: 24309 Narbonne Avenue, Suite 200, Lomita, CA 90717

Citizenship: United States

Principal Business: Telecommunications

Percent Ownership: Wu owns 50% of the common stock of Yestel prior to the Acquisition.

Shu Hwa Chen

Address: 24309 Narbonne Avenue, Suite 200, Lomita, CA 90717

Citizenship: United States

Principal Business: Telecommunications

Percent Ownership: Chen owns 50% of the common stock of Yestel prior to the Acquisition

**TTUSA Acquisition, Inc.**

Times Telecom (USA), Inc., a California corporation

Address: 925 Fourth Avenue, Suite 2900, Seattle, WA 98104-1158

Citizenship: United States

Principal Business: Telecommunications

Percent Ownership: Times Telecom (USA), Inc. owns 100% of the common stock of TTUSA Acquisition, Inc.

- (i) Applicants certify that they are not, and following the proposed transaction will not be, affiliated with any foreign carrier within the meaning of section 63.09(d) and (e).
- (j) The Applicants certify that they do not seek authority to provide service to any country described in paragraphs (1) through (4) of section 63.18(j).
- (k) Not applicable.
- (l) Not applicable.
- (m) Not applicable.
- (n) Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route

where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

- (o) Applicants certify that no party to the Application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.
- (p) This international section 214 Application qualifies for streamlined processing pursuant to section 63.12 because the applicants are not affiliated with any foreign carriers; are not affiliated with any dominant U.S. carriers whose international switched or private line services the applicant seeks authority to resell; and do not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. This Application therefore should be granted, pursuant to section 63.12(a), fourteen days after the date of public notice listing this Application as accepted for filing.

## **II. ADDITIONAL INFORMATION REQUIRED BY SECTION 63.04**

This Application seeks Commission consent to transfer/assign control of substantially all of the telecommunications assets of Yestel, which holds authority to provide domestic and international telecommunications services pursuant to section 214 of the Act. Pursuant to section 63.04(b) of the Commission's rules, the parties submit the following information in support of this Application in response to items 6 through 12 of section 63.04(a):

- 6) As set forth above, this Application seeks Commission consent to transfer/assign control of substantially all of the telecommunications assets of Yestel to TTUSA. As a result of the transfer, TTUSA will operate and provide service pursuant to the authority of Yestel, the assignment of which is being sought through this Application.
- 7) [intentionally omitted]
- 8) This Application qualifies for streamlined processing under section 63.03(b)(2)(I) because the transferee will have a market share in the interstate interexchange market of less than 10 percent, the transferee will provide competitive telephone exchange services or exchange access services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the proposed transaction, and no party to this Application is dominant with respect to any service.
- (9) The parties will file a slamming certification letter with the Commission, if necessary.
- (10) Only standard streamlined processing of this domestic section 214 transfer of control application is sought pursuant to Section 63.03.

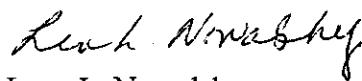
(11) No waiver requests are being filed in conjunction with the transaction.

(12) As discussed above, grant of this Application will strengthen TTUSA as the post-transaction company will become a stronger competitor in the marketplace for interstate and international telecommunications services. The customers of Yestel will benefit from TTUSA's resources and assets, which will help ensure continuity of service and enhance the ability of TTUSA to offer a broader range of innovative products and services to customers. Grant of this Application will promote competition in the domestic interexchange and international telecommunications markets and will serve the public interest.

### III. CONCLUSION

For the foregoing reasons, this Application respectfully requests that the Commission consent to the transfer/assignment of control of Yestel to TTUSA.

Respectfully submitted,



Leon L. Nowalsky  
Nowalsky, Bronston & Gothard, APLLC  
3500 N. Causeway Blvd. #1442  
Metairie, Louisiana 70002  
Counsel for Yestel, Inc. and TTUSA  
Acquisition, Inc.

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

Approved by OMB

3060-0589

Page 1 of 1

(1) LOCK BOX #		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Nowalsky, Bronston &amp; Gothard, APLLC</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$895.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>3500 N. Causeway Blvd. #1442</b>			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY <b>Metairie</b>		(7) STATE <b>LA</b>	(8) ZIP CODE <b>70002</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>(504) 832-1984</b>		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) <b>0005659958</b>		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME <b>Yestel, Inc.</b>			
(14) STREET ADDRESS LINE NO. 1 <b>24309 Narbonne Avenue, Suite 200</b>			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY <b>Lomita</b>		(17) STATE <b>CA</b>	(18) ZIP CODE <b>90717</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>(310) 517-8278</b>		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) <b>0007322456</b>		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE <b>\$895.00</b>	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Lee Nowalsky</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Lee Nowalsky</u>		DATE _____	